

EXHIBIT K

SECURITIES AND EXCHANGE COMMISSION

FORM
X-17A-5FOCUS REPORT
(FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT)
PART II 11

(Please read instructions before preparing Form)

This report is being filed pursuant to (Check Applicable Block(s)):

1) Rule 17a-5(a) 162) Rule 17a-5(b) 173) Rule 17a-11 184) Special request by designated examining authority 195) Other 26

NAME OF BROKER-DEALER

Bernard L. Madoff

13

ADDRESS OF PRINCIPAL PLACE OF BUSINESS (Do not use P.O. Box No.)

885 Third Avenue

20

(No. and Street)

New York

21

NY

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10022

23

(City)

(State)

(Zip Code)

03/31/08

25

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT (Area code) - Telephone No.

Enrica Cotellessa-Pitz

30

(212) 230-2424

31

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT

OFFICIAL USE

32

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DOES RESPONDENT CARRY ITS OWN CUSTOMER ACCOUNTS ? YES 40 NO 41
CHECK HERE IF RESPONDENT IS FILING AN AUDITED REPORT 42

EXECUTION:

The registrant/broker or dealer submitting this Form and its attachments and the person(s) by whom it is executed represent hereby that all information contained therein is true, correct and complete. It is understood that all required items, statements, and schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended items, statements and schedules remain true, correct and complete as previously submitted.

Dated the _____ day of _____ 20 _____

Manual Signatures of:

- 1) _____
Principal Executive Officer or Managing Partner
- 2) _____
Principal Financial Officer or Partner
- 3) _____
Principal Operations Officer or Partner

ATTENTION - Intentional misstatements or omissions of facts constitute Federal
Criminal Violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78f(a))

FINRA

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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER	N	2									100
Bernard L. Madoff											

STATEMENT OF FINANCIAL CONDITION

as of (MM/DD/YY) 03/31/08 99SEC FILE NO. 8-08132 98Consolidated 198Unconsolidated 199ASSETS

	<u>Allowable</u>	<u>Nonallowable</u>	<u>Total</u>
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1. Cash	\$ 222,737,426	200	\$ 222,737,426	750	
2. Cash segregated in compliance with federal and other regulations	2,604,995	210		2,604,995	760
3. Receivable from brokers or dealers and clearing organizations:					
A. Failed to deliver:					
1. Includable in "Formula for Reserve Requirements"		220			
2. Other	3,937,118	230		3,937,118	770
B. Securities borrowed:					
1. Includable in "Formula for Reserve Requirements"		240			
2. Other	223,284,805	250		223,284,805	780
C. Omnibus accounts:					
1. Includable in "Formula for Reserve Requirements"		260			
2. Other		270			790
D. Clearing Organizations:					
1. Includable in "Formula for Reserve Requirements"		280			
2. Other	27,643,240	290		27,643,240	800
E. Other	2,534,791	300	\$ 550	2,534,791	810
4. Receivables from customers:					
A. Securities accounts:					
1. Cash and fully secured accounts		310			
2. Partly secured accounts		320		560	
3. Unsecured Accounts				570	
B. Commodity accounts		330		580	
C. Allowance for doubtful accounts .....	(	335	(	590	820
5. Receivables from non-customers:					
A. Cash and fully secured accounts		340			
B. Partly secured and unsecured accounts		350		600	830
6. Securities purchased under agreements to resell		360		605	840
7. Securities and spot commodities owned, at market value:					
A. Banker's acceptances, certificates of deposit and commercial paper		370			
B. U.S. and Canadian government obligations	80,705,600	380			
C. State and municipal government obligations		390			
D. Corporate obligations	42,164,912	400			

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II

BROKER OR DEALER	as of	03/31/08
Bernard L. Madoff		

STATEMENT OF FINANCIAL CONDITION

ASSETS (continued)

<u>Allowable</u>	<u>Nonallowable</u>	<u>Total</u>
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E. Stocks and warrants	\$ 306,900,409	410	
F. Options	106,152,175	420	
G. Arbitrage		422	
H. Other securities		424	
I. Spot Commodities		430	
J. Total inventory - includes encumbered securities of ... \$ 120			\$ 535,923,096 850
8. Securities owned not readily marketable:			
A. At Cost	\$ 130	440	\$ 26,577,148 610
9. Other investments not readily marketable:			26,577,148 860
..... \$ 140			
B. At estimated fair value		450	1,805,211 620
10. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			1,805,211 870
A. Exempted securities	\$ 150		
B. Other	\$ 160	460	630
11. Secured demand notes- market value of collateral:			880
A. Exempted securities	\$ 170		
B. Other	\$ 180	470	640
12. Memberships in exchanges:			890
A. Owned, at market value	\$ 190		
B. Owned at cost			69,400 650
C. Contributed for use of company, at market value			660
13. Investment in and receivables from affiliates, subsidiaries and associated partnerships			69,400 900
14. Property, furniture, equipment, leasehold improvements and rights under lease agreements:			910
At cost (net of accumulated depreciation and amortization)		490	7,847,848 680
15. Other Assets:			7,847,848 920
A. Dividends and interest receivable	1,378,663	500	269,617 690
B. Free shipments		510	700
C. Loans and advances		520	1,133,850 710
D. Miscellaneous		530	9,484 720
E. Collateral accepted under SFAS 140		536	
F. SPE Assets		537	
16. TOTAL ASSETS	\$ 1,020,044,134	540	\$ 37,712,558 740 \$ 1,057,756,692 940

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT

PART II

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY

<u>Liabilities</u>	<u>A.I.</u>	<u>Non-A.I.</u>	<u>Total</u>
	<u>Liabilities</u> *	<u>Liabilities</u> *	
17. Bank loans payable:			
A. Includable in "Formula for Reserve Requirements"	1030 \$	1240 \$	1460
B. Other	1040	1250	1470
18. Securities sold under repurchase agreements.			
19. Payable to brokers or dealers and clearing organizations:			
A. Failed to receive:			
1. Includable in "Formula for Reserve Requirements"	1050	1270	1490
2. Other	1060	1280	1500
B. Securities loaned:			
1. Includable in "Formula for Reserve Requirements"	1070		1510
2. Other	1080	1290	1520
C. Omnibus accounts:			
1. Includable in "Formula for Reserve Requirements"	1090		1530
2. Other	1095	1300	1540
D. Clearing organizations:			
1. Includable in "Formula for Reserve Requirements"	1100		1550
2. Other	1105	1310	1560
E. Other	1110	1320	1570
20. Payable to customers:			
A. Securities accounts - including free credits of	950	1120	1580
B. Commodities accounts	1130	1330	1590
21. Payable to non customers:			
A. Securities accounts	1140	1340	1600
B. Commodities accounts	1150	1350	1610
22. Securities sold not yet purchased at market value - including arbitrage			
of	960	1360	331,806,746 1620
23. Accounts payable and accrued liabilities and expenses:			
A. Drafts payable	1160		1630
B. Accounts payable	1170		1640
C. Income taxes payable	1180		1650
D. Deferred income taxes		1370	1660
E. Accrued expenses and other liabilities	1190		4,000,000 1670
F. Other	1200	1380	931,240 1680
G. Obligation to return securities		1386	1686
H. SPE Liabilities		1387	1687

OMIT PENNIES

*Brokers or Dealers electing the alternative net capital requirement method need not complete these columns.

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II

BROKER OR DEALER	as of	03/31/08
Bernard L. Madoff		

STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY (continued)

	A.I. <u>Liabilities</u>	*	Non-A.I. <u>Liabilities</u>	*	Total
24. Notes and mortgages payable:					
A. Unsecured	\$ 1210		\$ 1690		
B. Secured	1211	\$	1390		1700
25. Liabilities subordinated to claims of general creditors:					
A. Cash borrowings:			1400		1710
1. from outsiders \$ 0970					
2. Includes equity subordination(15c3-1(d)) of	\$ 0980				
B. Securities borrowings, at market value:			1410		1720
from outsiders \$ 0990					
C. Pursuant to secured demand note collateral agreements:			1420		1730
1. from outsiders \$ 1000					
2. Includes equity subordination(15c3-1(d)) of	\$ 1010				
D. Exchange memberships contributed for use of company, at market value			1430		1740
E. Accounts and other borrowings not qualified for net capital purposes			1440		1750
26. TOTAL LIABILITIES	\$ 1230	\$	1450	\$	380,035,408 1760

Ownership Equity

27. Sole proprietorship	\$		1770
28. Partnership - limited partners	\$ 1020		677,721,284 1780
29. Corporation:			
A. Preferred stock			1791
B. Common stock			1792
C. Additional paid- in capital			1793
D. Retained Earnings			1794
E. Total			1795
F. Less capital stock in treasury			(1796)
30. TOTAL OWNERSHIP EQUITY		\$	677,721,284 1800
31. TOTAL LIABILITIES AND OWNERSHIP EQUITY		\$	1,057,756,692 1810

OMIT PENNIES

* Brokers or Dealers electing the alternative net capital requirement method need not complete these columns.

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT

PART II

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08

COMPUTATION OF NET CAPITAL

1. Total ownership equity (from Statement of Financial Condition - Item 1800)	\$ 677,721,284	3480
2. Deduct: Ownership equity not allowable for Net Capital	()	3490
3. Total ownership equity qualified for Net Capital	677,721,284	3500
4. Add:		
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		3520
B. Other (deductions) or allowable credits (List)		3525
5. Total capital and allowable subordinated liabilities	\$ 677,721,284	3530
6. Deductions and/or charges:		
A. Total non-allowable assets from		
Statement of Financial Condition (Notes B and C)	\$ 37,712,558	3540
1. Additional charges for customers' and non-customers' security accounts		3550
2. Additional charges for customers' and non-customers' commodity accounts		3560
B. Aged fail-to-deliver:	4,261	3570
1. number of items	3	3450
C. Aged short security differences-less reserve of	\$ 3460	3580
number of items	3470	
D. Secured demand note deficiency		3590
E. Commodity futures contracts and spot commodities - proprietary capital charges	1,790,700	3600
F. Other deductions and/or charges	9,617,335	3610
G. Deductions for accounts carried under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x)		3615
H. Total deductions and/or charges	(49,124,854)	3620
7. Other additions and/or allowable credits (List)		3630
8. Net Capital before haircuts on securities positions	\$ 628,596,430	3640
9. Haircuts on securities: (computed, where applicable, pursuant to 15c3-1(f)):		
A. Contractual securities commitments	\$ 3660	
B. Subordinated securities borrowings		3670
C. Trading and investment securities:		
1. Bankers' acceptances, certificates of deposit and commercial paper		3680
2. U.S. and Canadian government obligations	211,718	3690
3. State and municipal government obligations		3700
4. Corporate obligations	6,324,737	3710
5. Stocks and warrants	62,432,169	3720
6. Options	7,328,704	3730
7. Arbitrage		3732
8. Other securities	9,569,037	3734
D. Undue concentration		3650
E. Other (List)	(85,866,365)	3740
10. Net Capital	\$ 542,730,065	3750

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II

BROKER OR DEALER	as of	03/31/08
Bernard L. Madoff		

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

11. Minimal net capital required (6-2/3% of line 19)	\$	3756
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	\$	3758
13. Net capital requirement (greater of line 11 or 12)	\$	3760
14. Excess net capital (line 10 less 13)	\$	3770
15. Excess net capital at 1000% (line 10 less 10% of line 19)	\$	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.I. liabilities from Statement of Financial Condition	\$	3790
17. Add:		
A. Drafts for immediate credit	\$	3800
B. Market value of securities borrowed for which no equivalent value is paid or credited	\$	3810
C. Other unrecorded amounts (List)	\$	3820
18. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts(15c3-1(c)(1)(vii))	\$	3838
19. Total aggregate indebtedness	\$	3840
20. Percentage of aggregate indebtedness to net capital (line 19 divided by line 10)	%	3850
21. Percentage of aggregate indebtedness to net capital <u>after</u> anticipated capital withdrawals (line 19 divided by line 10 less item 4880 page 12)	%	3853

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirements pursuant to Rule 15c3-3 prepared as of the date of net capital computation including both brokers or dealers and consolidated subsidiaries' debits	\$	3870
23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note(A)	\$	3880
24. Net capital requirement (greater of line 22 or 23)	\$	3760
25. Excess net capital (line 10 less 24)	\$	541,730,065
26. Percentage of Net Capital to Aggregate Debits (line 10 divided by line 18 page 8)	%	3910
27. Percentage of Net Capital, <u>after</u> anticipated capital withdrawals, to Aggregate Debits item 10 less Item 4880 page 12 divided by line 17 page 8	%	3851
28. Net capital in excess of the greater of: 5% of combined aggregate debit items or 120% of minimum net capital requirement	\$	541,530,065
		3920

OTHER RATIOS

Part C

29. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%	3860
30. Options deductions/Net Capital ratio (1000% test) total deductions exclusive of liquidating equity under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x) divided by Net Capital	%	3852

NOTES:

(A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:

1. Minimum dollar net capital requirement, or
2. 6-2/3% of aggregate indebtedness or 2% of aggregate debits if alternate method is used.

(B) Do not deduct the value of securities borrowed under subordination agreements or secured demand notes covered by subordination agreements not in satisfactory form and the market values of memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.

(C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II

BROKER OR DEALER	For the period (MMDDYY) from	01/01/08	3932	to	03/31/08	3933
Bernard L. Madoff	Number of months included in this statement		3			3931

STATEMENT OF INCOME (LOSS)

REVENUE

1. Commissions:		
a. Commissions on transactions in listed equity securities executed on an exchange	\$ 13,247,532	3935
b. Commissions on transactions in exchange listed equity securities executed over-the-counter		3937
c. Commissions on listed option transactions		3938
d. All other securities commissions		3939
e. Total securities commissions	\$ 13,247,532	3940
2. Gains or losses on firm securities trading accounts		
a. From market making in over-the-counter equity securities	\$ 7,754,472	3941
1. Includes gains or (losses) OTC market making in exchange listed equity securities	5,181,235	3943
b. From trading in debt securities		(8,263,694) 3944
c. From market making in options on a national securities exchange		3945
d. From all other trading		3,474,716 3949
e. Total gains or (losses)		2,965,494 3950
3. Gains or losses on firm securities investment accounts		
a. Includes realized gains (losses)		4235
b. Includes unrealized gains (losses)		4236
c. Total realized and unrealized gains (losses)		3952
4. Profits or losses from underwriting and selling groups		
a. Includes underwriting income from corporate equity securities		4237
5. Margin interest		3960
6. Revenue from sale of investment company shares		3970
7. Fees for account supervision, investment advisory and administrative services		3975
8. Revenue from research services		3980
9. Commodities revenue		1,762,048 3990
10. Other revenue related to securities business		4,084,869 3985
11. Other revenue		3995
12. Total revenue	\$	22,059,943 4030

EXPENSES

13. Registered representatives' compensation	\$	4110
14. Clerical and administrative employees' expenses		13,022,706 4040
15. Salaries and other employment costs for general partners and voting stockholder officers		4120
a. Includes interest credited to General and Limited Partners capital accounts		4130
16. Floor brokerage paid to certain brokers (see definition)		4055
17. Commissions and clearance paid to all other brokers (see definition)		142,180 4145
18. Clearance paid to non-brokers (see definition)		(869,165) 4135
19. Communications		1,399,852 4060
20. Occupancy and equipment costs		1,001,738 4080
21. Promotional costs		33,967 4150
22. Interest expense		17,070 4075
a. Includes interest on accounts subject to subordination agreements		4070
23. Losses in error account and bad debts		4170
24. Data processing costs (including service bureau service charges)		148,441 4186
25. Non-recurring charges		4190
26. Regulatory fees and expenses		572,890 4195
27. Other expenses		4,868,980 4100
28. Total expenses	\$	20,338,659 4200

NET INCOME

29. Income (loss) before Federal income taxes and items below (Item 12 less Item 28)	\$	1,721,284 4210
30. Provision for Federal Income taxes (for parent only)		4220
31. Equity in earnings (losses) of unconsolidated subsidiaries not included above		4222
a. After Federal income taxes of		4238
32. Extraordinary gains (losses)		4224
a. After Federal income taxes of		4239
33. Cumulative effect of changes in accounting principles		4225
34. Net income (loss) after Federal Income taxes and extraordinary items	\$	1,721,284 4230

MONTHLY INCOME

35. Income (current month only) before provision for Federal income taxes and extraordinary items	\$	3,872,484 4211
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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER	as of	03/31/08
Bernard L. Madoff		

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALERS UNDER RULE 15c3-3
(See Rule 15c3-3, Exhibit A and Related Notes)

CREDIT BALANCES

1. Free credit balances and other credit balances in customers' security accounts (see Note A, Exhibit A, Rule 15c3-3)	\$ 4340
2. Monies borrowed collateralized by securities carried for the accounts of customers (see Note B)	4350
3. Monies payable against customers' securities loaned (see Note C)	4360
4. Customers' securities failed to receive (see Note D)	4370
5. Credit balances in firm accounts which are attributable to principal sales to customers	4380
6. Market value of stock dividends, stock splits and similar distributions receivable outstanding over 30 calendar days	4390
7. ** Market value of short security count differences over 30 calendar days old	4400
8. ** Market value of short securities and credits (not to be offset by longs or by debits) in all suspense accounts over 30 calendar days	4410
9. Market value of securities which are in transfer in excess of 40 calendar days and have not been confirmed to be in transfer by the transfer agent or the issuer during the 40 days	4420
10. Other (List)	4425
11. TOTAL CREDITS	\$ 4430

DEBIT BALANCES

12. ** Debit balances in customers' cash and margin accounts excluding unsecured accounts and accounts doubtful of collection net of deductions pursuant to Note E, Exhibit A, Rule 15c3-3	\$ 4440
13. Securities borrowed to effectuate short sales by customers and securities borrowed to make delivery on customers' securities failed to deliver	4450
14. Failed to deliver of customers' securities not older than 30 calendar days	4460
15. Margin required and on deposit with the Options Clearing Corporation for all option contracts written or purchased in customer accounts (see Note F)	4465
16. Margin related to security futures products written, purchased or sold in customer accounts required and on deposit with a clearing agency or a derivative clearing organization (see note G)	4467
17. Other (List)	4469
18. ** Aggregate debit items	\$ 4470
19. ** Less 3% (for alternative method only - see Rule 15c3-1(f)(5)(i))	(4471)
20. ** TOTAL 15c3-3 DEBITS	\$ 4472

RESERVE COMPUTATION

21. Excess of total debits over total credits (line 20 less line 11)	\$ 4480
22. Excess of total credits over total debits (line 11 less line 20)	4490
23. If computation permitted on a monthly basis, enter 105% of excess of total credits over total debits	4500
24. Amount held on deposit in "Reserve Bank Account(s)", including value of qualified securities, at end of reporting period	20,000 4510
25. Amount of deposit (or withdrawal) including \$ 4515 value of qualified securities	4520
26. New amount in Reserve Bank Account(s) after adding deposit or subtracting withdrawal including \$ 4525 value of qualified securities	\$ 20,000 4530
27. Date of deposit (MMDDYY)	07/27/99 4540

FREQUENCY OF COMPUTATION

28. Daily 4332 Weekly 4333 Monthly 4334

** In the event the Net Capital Requirement is computed under the alternative method, this "Reserve Formula" shall be prepared in accordance with the requirements of paragraph (f) of Rule 15c3-1.

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08COMPUTATION FOR DETERMINATION OF PAIB RESERVE REQUIREMENTS
FOR BROKER-DEALERS

CREDIT BALANCES

1. Free credit balances and other credit balances in proprietary accounts of introducing brokers (PAIB) \$ 2110

2. Monies borrowed collateralized by securities carried for PAIB 2120

3. Monies payable against PAIB securities loaned (see Note 2- PAIB) 2130

4. PAIB securities failed to receive 2140

5. Credit balances in firm accounts which are attributable to principal sales to PAIB 2150

6. Other (List) 2160

7. TOTAL PAIB CREDITS \$ 2170

DEBIT BALANCES

8. Debit balances in PAIB excluding unsecured accounts and accounts doubtful of collection \$ 2180

9. Securities borrowed to effectuate short sales by PAIB and securities borrowed to make delivery on PAIB securities failed to deliver 2190

10. Failed to deliver of PAIB securities not older than 30 calendar days 2200

11. Margin required and on deposit with the Options Clearing Corporation for all option contracts written or purchased in PAIB accounts 2210

12. Margin related to security futures products written, purchased or sold in PAIB accounts required and on deposit with a clearing agency or a derivative clearing organization 2215

13. Other (List) 2220

14. TOTAL PAIB DEBITS \$ 2230

RESERVE COMPUTATION

15. Excess of total PAIB debits over total PAIB credits (line 14 less line 7) \$ 2240

16. Excess of total PAIB credits over total PAIB debits (line 7 less line 14) 2250

17. Excess debits in customer reserve formula computation 2260

18. PAIB Reserve Requirement (line 16 less line 17) 2270

19. Amount held on deposit in "Reserve Bank Account(s)", including \$ 2275 value of qualified securities, at end of reporting period 2280

20. Amount of deposit (or withdrawal) including \$ 2285 value of qualified securities 2290

21. New amount in Reserve Bank Account(s) after adding deposit or subtracting \$ 2295 value of qualified securities \$ 2300

22. Date of deposit (MMDDYY) 2310

FREQUENCY OF COMPUTATION

23. Daily 2315 Weekly 2320 Monthly 2330

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER Bernard L. Madoff	as of <u>03/31/08</u>
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COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALERS UNDER RULE 15c3-3 (continued)

EXEMPTIVE PROVISIONS

26. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based (check one only)

A. (k) (1)-\$2,500 capital category as per Rule 15c3-1	\$ <u>4550</u>
B. (k) (2)(A)-"Special Account for the Exclusive Benefit of customers" maintained	<u>4560</u>
C. (k) (2)(B)-All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm _____	<u>4335</u> <u>4570</u>
D. (k) (3)-Exempted by order of the Commission	<u>4580</u>

Information for Possession or Control Requirements Under Rule 15c3-3

State the market valuation and the number of items of:

1. Customers' fully paid securities and excess margin securities not in the respondent's possession or control as of the report date (for which instructions to reduce to possession or control had been issued as of the report date) but for which the required action was not taken by respondent within the time frames specified under Rule 15c3-3. Notes A and B

\$ 4586
4587

A. Number of items

2. Customers' fully paid securities and excess margin securities for which instructions to reduce to possession or control had not been issued as of the report date, excluding items arising from "temporary lags which result from normal business operations" as permitted under Rule 15c3-3. Notes B,C and D

\$ 4588
4589

A. Number of items

3. The system and procedures utilized in complying with the requirement to maintain physical possession or control of customers' fully paid and excess margin securities have been tested and are functioning in a manner adequate to fulfill the requirements of Rule 15c3-3 ... Yes X 4584 No 4585

NOTES

A--Do not include in item one customers' fully paid and excess margin securities required by Rule 15c3-3 to be in possession or control but for which no action was required by the respondent as of the report date or required action was taken by respondent within the time frames specified under Rule 15c3-3.

B--State separately in response to items one and two whether the securities reported in response thereto were subsequently reduced to possession or control by the respondent.

C--Be sure to include in item two only items not arising from "temporary lags which result from normal business operations" as permitted under Rule 15c3-3.

D--Item two must be responded to only with report which is filed as of the date selected for the broker's or dealer's annual audit of financial statements, whether or not such date is the end of a calendar quarter. The response to item two should be filed within 60 calendar days after such date, rather than with the remainder of this report. This information may be required on a more frequent basis by the Commission or the designated examining authority in accordance with Rule 17a-5(a)(2)(iv).

**SUPPLEMENT TO
 FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II**

BROKER OR DEALER	as of <u>03/31/08</u>
Bernard L. Madoff	

**STATEMENT OF SEGREGATION REQUIREMENTS AND FUNDS IN SEGREGATION
 FOR CUSTOMERS TRADING ON U.S. COMMODITY EXCHANGES**

SEGREGATION REQUIREMENTS (Section 4d(2) of the CEA)

1. Net ledger balance		\$ <u>7010</u>
A. Cash		<u>7020</u>
B. Securities (at market)		<u>7030</u>
2. Net unrealized profit (loss) in open futures contracts traded on a contract market		<u>7032</u>
3. Exchange traded options		<u>7033</u>
A. Add market value of open option contracts purchased on a contract market		<u>7040</u>
B. Deduct market value of open option contracts granted (sold) on a contract market		<u>7045</u>
4. Net equity (deficit) (add lines 1, 2, and 3)		<u>7050</u>
5. Accounts liquidating to a deficit and accounts with debit balances		
- gross amount		<u>7047</u>
Less: amount offset by customer owned securities		<u>7055</u>
6. Amount required to be segregated (add lines 4 and 5)		<u>7060</u>

FUNDS IN SEGREGATED ACCOUNTS

7. Deposited in segregated funds bank accounts		\$ <u>7070</u>
A. Cash		<u>7080</u>
B. Securities representing investments of customers' funds (at market)		<u>7090</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)		
8. Margins on deposit with derivatives clearing organizations of contract markets		
A. Cash		<u>7100</u>
B. Securities representing investments of customers' funds (at market)		<u>7110</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)		<u>7120</u>
9. Net settlement from (to) derivatives clearing organizations of contract markets		<u>7130</u>
10. Exchange traded options		
A. Value of open long option contracts		<u>7132</u>
B. Value of open short option contracts		<u>7133</u>
11. Net equities with other FCMs		
A. Net liquidating equity		<u>7140</u>
B. Securities representing investments of customers' funds (at market)		<u>7160</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)		<u>7170</u>
12. Segregated funds on hand (describe: _____)		<u>7150</u>
13. Total amount in segregation (add lines 7 through 12)		<u>7180</u>
14. Excess (deficiency) funds in segregation (subtract line 6 from line 13)		<u>7190</u>

**SUPPLEMENT TO
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II**

BROKER OR DEALER

as of 03/31/08

**STATEMENT OF SEGREGATION REQUIREMENTS AND FUNDS IN SEGREGATION
FOR CUSTOMERS' DEALER OPTIONS ACCOUNTS**

1. Amount required to be segregated in accordance with Commission regulation 32.6	\$ <input type="text" value="7200"/>
2. Funds in segregated accounts	
A. Cash	\$ <input type="text" value="7210"/>
B. Securities (at market)	<input type="text" value="7220"/>
C. Total	<input type="text" value="7230"/>
3. Excess (deficiency) funds in segregation (subtract line 2.C from line 1)	\$ <input type="text" value="7240"/>

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II**

BROKER OR DEALER

as of 03/31/08

Bernard L. Madoff

STATEMENT OF SECURED AMOUNTS AND FUNDS HELD IN SEPARATE ACCOUNTS
FOR FOREIGN FUTURES AND FOREIGN OPTIONS CUSTOMERS
PURSUANT TO COMMISSION REGULATION 30.7

FOREIGN FUTURES AND FOREIGN OPTIONS SECURED AMOUNTS - SUMMARY

I. Check the appropriate box to identify the amount shown on line 1. below.

- 7300 Secured amounts in only U.S. - domiciled customers' accounts
- 7310 Secured amounts in U.S. and foreign - domiciled customers' accounts
- 7320 Net liquidating equities in all accounts of customers
trading on foreign boards of trade
- 7330 Amount required to be set aside pursuant to law, rule
or regulation of a foreign government or a rule of a
self-regulatory organization authorized thereunder.

II. Has the FCM changed the method of calculating the amount to be set aside in separate accounts since the last financial report it filed ?

Yes **7340** If yes, explain the change below

1. Amount to be set aside in separate section

30.7 accounts

7360

2. Total funds in separate section 30.7 accounts

(page T10-4, line 8)

7370

3. Excess (deficiency) - (subtract line 1 from line 2)

\$ _____ 7380

SUPPLEMENT TO
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER Bernard L. Madoff	as of 03/31/08
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STATEMENT OF SECURED AMOUNTS AND FUNDS HELD IN SEPARATE ACCOUNTS
FOR FOREIGN FUTURES AND FOREIGN OPTIONS CUSTOMERS
PURSUANT TO COMMISSION REGULATION 30.7

FUNDS DEPOSITED IN SEPARATE REGULATION 30.7 ACCOUNTS

1. Cash in banks	
A. Banks located in the United States	\$ 7500
B. Other banks designated by the Commission	
Name(s): 7510	\$ 7520 \$ 7530
2. Securities	
A. In safekeeping with banks located in the United States	\$ 7540
B. In safekeeping with other banks designated by the Commission	
Name(s): 7550	\$ 7560 7570
3. Equities with registered futures commission merchants	
A. Cash	\$ 7580
B. Securities	7590
C. Unrealized gain (loss) on open futures contracts	7600
D. Value of long option contracts	7610
E. Value of short option contracts	(7615) 7620
4. Amounts held by clearing organizations of foreign boards of trade	
Name(s): 7630	
A. Cash	\$ 7640
B. Securities	7650
C. Amount due to (from) clearing organizations - daily variation	7660
D. Value of long option contracts	7670
E. Value of short option contracts	(7675) 7680
5. Amounts held by members of foreign boards of trade	
Name(s): 7690	
A. Cash	\$ 7700
B. Securities	7710
C. Unrealized gain (loss) on open futures contracts	7720
D. Value of long option contracts	7730
E. Value of short option contracts	(7735) 7740
6. Amounts with other depositories designated by a foreign board of trade	
Name(s): 7750	7760
7. Segregated funds on hand (describe: _____)	7765
8. Total funds in separate section 30.7 accounts (to page T10-3 line 2)	\$ 7770

A. If any securities shown are other than the types of securities referred to in CFTC Regulation 1.25, attach a separate schedule detailing the obligations shown on each such line.

SUPPLEMENT TO
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER	as of	03/31/08
Bernard L. Madoff		

COMPUTATION OF CFTC MINIMUM NET CAPITAL REQUIREMENT

Net Capital required

A. Risk-Based Requirement

i. Amount of Customer Risk

Maintenance Margin requirement _____ [7415]

ii. Enter 8% of line A.i

_____ [7425]

iii. Amount of Non-Customer Risk

Maintenance Margin requirement _____ [7435]

iv. Enter 4% of line A.iii

_____ [7445]

v. Add lines A.ii and A.iv.

_____ [7455]

B. Minimum Dollar Amount Requirement

(Enter \$500,000 if a member of NFA)

_____ [7465]

C. Other NFA Requirement

_____ [7475]

D. Minimum CFTC Net Capital Requirement.

Enter the greatest of lines A, B or C

_____ [7490]

Note: If amount on Line D (7490) is greater than minimum net capital requirement computed on Line 3760 (Page 6) then enter this greater amount on Line 3760. The greater of the amount required by SEC or CFTC is the minimum net capital requirement.

CFTC Early Warning Level

_____ [7495]

Note: If the minimum CFTC Net Capital Requirement computed on Line D (7490) is the:
(1) Risk Based Requirement, enter 110% of Line A (7455) or
(2) Minimum Dollar Amount Requirement, enter 150% of Line B (7465) or
(3) Other NFA Requirement, enter 150% of Line C (7475).

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT

PART II

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08

Ownership Equity and Subordinated Liabilities maturing or proposed to be withdrawn within the next six months and accruals, (as defined below), which have not been deducted in the computation of Net Capital.

Type of Proposed withdrawal or Accrual (See below for code to enter)	Name of Lender or Contributor	Insider or Outsider ? (In or Out)	Amount to be withdrawn (cash amount and/or Net Capital Value of Securities)	(MMDDYY) Withdrawal or Maturity Date	Expect to Renew (Yes or No)
4600		4601	4602	4603	4604
4610		4611	4612	4613	4614
4620		4621	4622	4623	4624
4630		4631	4632	4633	4634
4640		4641	4642	4643	4644
4650		4651	4652	4653	4654
4660		4661	4662	4663	4664
4670		4671	4672	4673	4674
4680		4681	4682	4683	4684
4690		4691	4692	4693	4694
					4695

TOTAL \$ 4699*

OMIT PENNIES

* To agree with the total on Recap (Item No. 4880)

Instructions: Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period following the report date including the proposed redemption of stock and payments of liabilities secured by fixed assets (which are considered allowable assets in the capital computation pursuant to Rule 15c3-1(c) (2) (iv)), which could be required by the lender on demand or in less than six months.

WITHDRAWAL CODE:	DESCRIPTION
1	Equity Capital
2.	Subordinated Liabilities
3.	Accruals
4.	15c3-1(c) (2) (iv) Liabilities

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 Capital Withdrawals
 PART II

BROKER OR DEALER

as of 03/31/08

Bernard L. Madoff

RECAP

Ownership Equity and Subordinated Liabilities maturing or proposed to be withdrawn within the next six months and accruals, which have not been deducted in the computation of Net Capital.

1. Equity Capital

A. Partnership Capital:

1. General Partners	.....	\$	4700
2. Limited	.....		4710
3. Undistributed Profits	.....		4720
4. Other (describe below)	.....		4730
5. Sole Proprietorship	.....		4735

B. Corporation Capital:

1. Common Stock	.....	4740
2. Preferred Stock	.....	4750
3. Retained Earnings (Dividends and Other)	.....	4760
4. Other (describe below)	.....	4770

2. Subordinated Liabilities

A. Secured Demand Notes	.....	4780
B. Cash Subordinations	.....	4790
C. Debentures	.....	4800
D. Other (describe below)	.....	4810

3. Other Anticipated Withdrawals

A. Bonuses	.....	4820
B. Voluntary Contributions to Pension or Profit Sharing Plans	.....	4860
C. Other (describe below)	.....	4870
Total	.....	\$ 4880

4. Description of Other

STATEMENT OF CHANGES IN OWNERSHIP EQUITY
 (SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)

1. Balance, beginning of period	.....	\$ 676,000,000	4240
A. Net income (loss)	.....	1,721,284	4250
B. Additions (Includes non-conforming capital of	\$	4262)	4260
C. Deductions (Includes non-conforming capital of	\$	4272)	4270
2. Balance, end of period (From item 1800)	.....	\$ 677,721,284	4290

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED
 TO CLAIMS OF GENERAL CREDITORS

3. Balance, beginning of period	.....	\$ 4300	
A. Increases	.....		4310
B. Decreases	.....	(	4320
4. Balance, end of period (From item 3520)	.....	\$	4330

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08

FINANCIAL AND OPERATIONAL DATA

1. Month end total number of stock record breaks unresolved over three business days.	Valuation	Number
A. breaks long	\$ 4890	4900
B. breaks short	\$ 4910	4920
2. Is the firm in compliance with Rule 17a-13 regarding periodic count and verification of securities positions and locations at least once in each calendar quarter ? (Check one)	Yes <input checked="" type="checkbox"/> 4930	No <input type="checkbox"/> 4940
A) If response is negative attach explanation of steps being taken to comply with Rule 17a-13.		
3. Personnel employed at end of reporting period:		
A. Income producing personnel		48 4950
B. Non-income producing personnel (all other)		91 4960
C. Total		139 4970
4. Actual number of tickets executed during current month of reporting period		5,061,717 4980
5. Number of corrected customer confirmations mailed after settlement date		4990

	No. of Items	Debit (Short Value)	No. of Items	Credit (Long Value)
6. Money differences	5000	\$ 5010	5020	\$ 5030
7. Security suspense accounts	5040	\$ 5050	5060	\$ 5070
8. Security difference accounts	5080	\$ 5090	5100	\$ 5110
9. Commodity suspense accounts	5120	\$ 5130	5140	\$ 5150
10. Open transactions with correspondents, other brokers, clearing organizations, depositories and interoffice and intercompany accounts which could result in a charge-unresolved amounts over 30 calendar days	5160	\$ 5170	5180	\$ 5190
11. Bank account reconciliations-unresolved amounts over 30 calendar days	5200	\$ 5210	5220	\$ 5230
12. Open transfers over 40 calendar days, not confirmed	5240	\$ 5250	5260	\$ 5270
13. Transactions in reorganization accounts-over 60 calendar days	5280	\$ 5290	5300	\$ 5310
14. Total	5320	\$ 5330	5340	\$ 5350

	No. of Items	Ledger Amount	Market Value
15. Failed to deliver 5 business days or longer (21 business days or longer in the case of Municipal Securities)	5360	\$ 5361	\$ 5362
16. Failed to receive 5 business days or longer (21 business days or longer in the case of Municipal Securities)	5363	\$ 5364	\$ 5365
17. Security concentrations (See instructions in Part I):			
A. Proprietary positions		\$ 5370	
B. Customers' accounts under Rule 15c3-3		\$ 5374	
18. Total of personal capital borrowings due within six months		\$ 5378	
19. Maximum haircuts on underwriting commitments during the period		\$ 5380	
20. Planned capital expenditures for business expansion during next six months		\$ 5382	
21. Liabilities of other individuals or organizations guaranteed by respondent		\$ 5384	
22. Lease and rentals payable within one year		\$ 4,179,600	5386
23. Aggregate lease and rental commitments payable for entire term of the lease			
A. Gross		\$ 18,354,200	5388
B. Net		\$ 18,354,200	5390

OMIT PENNIES

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART I (OR PART II)

BROKER OR DEALER		as of	03/31/08
Bernard L. Madoff			

FINANCIAL AND OPERATIONAL DATA
 Operational Deductions From Capital (Note A)

	I No. of Items	II Debits (Short Value)	III Credits (Long Value)	IV Deductions In Computing Net Capital
1. Money suspense and balancing differences	5610 \$	5810 \$	6010 \$	6012
2. Security suspense and differences with related money balances	L 5620 S 5625	5820 5825	6020 6025	6022 6027
3. Market value of short and long security sus- pense and differences without related money (other than reported in line 4., below)	5630	5830	6030	6032
4. Market value of security record breaks	5640	5840	6040	6042
5. Unresolved reconciling differences with others:				
A. Correspondents and Broker/Dealers	L 5650 S 5655	5850 5855	6050	6052 6057
B. Depositories	5660	5860	6060	6062
C. Clearing Organizations	L 5670 S 5675	5870 5875	6070 6075	6072 6077
D. Inter-company Accounts	5680	5880	6080	6082
E. Bank Accounts and Loans	5690	5890	6090	6092
F. Other	5700	5900	6100	6102
G. (Offsetting) Items A. through F.	5720	(5920)	(6120)	
TOTAL Line 5	5730	5930	6130	6132
6. Commodity Differences	5740	5940	6140	6142
7. Open transfers and reorganization account items over 40 days not confirmed or verified	5760	5960	6160	6162
8. TOTAL (Line 1-7.)	5770 \$	5970 \$	6170 \$	6172
9. Lines 1.-6. resolved subsequent to report date	5775 \$	5975 \$	6175 \$	6177
10. Aged Fails --to deliver	3 5780 \$	115 5980 \$	6180 \$	4,621 6182
--to receive	5785 \$	5985 \$	6185 \$	6187
	(Omit 000's)	(Omit 000's)	(Omit Pennies)	

NOTE A - This section must be completed as follows:

- All member organizations must complete column IV, lines 1. through 8. and 10., reporting deductions from capital as of the report date whether resolved subsequently or not (see instructions relative to each line item).
- a. Columns I, II and III of lines 1. through 8. and 10. must be completed when a Part II filing is required.
- b. Columns I, II and III of lines 1. through 8. must be completed with a Part I filing, only if the total deduction on line 8 column IV equals or exceeds 25% of excess net capital as of the prior month end reporting date. All columns of line 10. require completion.
- A response to line 9., cols. I through IV and the "Potential Operational Charges Not Deducted From Capital" schedule on p. 3 are required only if:
 - the parameters cited in 2.b. above exist, and
 - the total deduction, line 8, column IV, for the current month exceeds the total deductions for the prior month by 50% or more.
- All columns and line items (1. through 10.) must be answered if required. If respondent has nothing to report enter -0.

Other Operational Data (Items 1., 2. and 3. below require an answer)

Item 1. Have the accounts enumerated on line 5.A. through F. above been reconciled with statements received from others within 35 days for lines 5.A. through D. and 65 days for lines 5.E. and F. prior to the report date and have all reconciling differences been appropriately comprehended in the computation of net capital at the report date? If this has not been done in all respects, answer No.

Item 2. Do the respondent's books reflect a concentrated position (See Instruction) in commodities? If yes report the totals (\$000 omitted) in accordance with the specific instructions; If No answer -0- for:

A. Firm Trading and Investment Accounts
 B. Customers' and Non-Customers' and Other Accounts

Item 3. Does respondent have any planned operational changes? (Answer Yes or No based on specific instructions.)

Yes 5600
 No 5601

A. 5602
 B. 5603

Yes 5604
 No 5605

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART I (OR PART II)

BROKER OR DEALER

Bernard L. Madoff

as of 03/31/08

FINANCIAL AND OPERATIONAL DATA

Potential Operational Charges Not Deducted From Capital (Note B)

	I No. of Items	II Debits (Short Value)	III Credits (Long Value)	IV Deductions In Computing Net Capital
1. Money suspense and balancing differences	6210	\$ 6410	\$ 6610	\$ 6612
2. Security suspense and differences with related money balances	L 6220 S 6225	6420 6425	6620 6625	6622 6627
3. Market value of short and long security sus- pense and differences without related money (other than reported in line 4., below)	6230	6430	6630	6632
4. Market value of security record breaks	6240	6440	6640	6642
5. Unresolved reconciling differences with others:				
A. Correspondents and Broker/Dealers	L 6250 S 6255	6450 6455	6650 6655	6652 6657
B. Depositories	6260	6460	6660	6662
C. Clearing Organizations	L 6270 S 6275	6470 6475	6670 6675	6672 6677
D. Inter-company Accounts	6280	6480	6680	6682
E. Bank Accounts and Loans	6290	6490	6690	6692
F. Other	6300	6500	6700	6702
G. (Offsetting) Items A. through F.	6310	(6510)	(6710)	
TOTAL (Line 5.)	6330	6530	6730	6732
6. Commodity Differences	6340	6540	6740	6742
TOTAL (Line 1-6.)	6370	\$ 6570	\$ 6770	\$ 6772

(Omit 000's)

(Omit 000's)

(Omit Pennies)

NOTE B - This section must be completed as follows:

- All line items (1. through 6.) and columns (I through IV) must be completed only if:
 - the total deductions on line 8., column IV, of the "Operational Deductions From Capital" schedule equal or exceed 25% of excess net capital as of the prior month end reporting date; and
 - the total deduction on line 8., column IV, for the current month exceeds the total deductions for the prior month by 50% or more. If respondent has nothing to report enter -0-.
- Include only suspense and difference items open at the report date which were NOT required to be deducted in the computation of net capital AND which were not resolved seven (7) business days subsequent to the report date.
- Include in column IV only additional deductions not comprehended in the computation of net capital at the report date.
- Include on line 5. A. through F. unfavorable differences offset by favorable differences (see instructions for line 5) at the report date if resolution of the favorable items resulted in additional deductions in the computation of net capital subsequent to the report date.
- Exclude from lines 5. A. through F. new reconciling differences disclosed as a result of reconciling with the books of account statements received subsequent to the report date.
- Line items 1. through 5. above correspond to similar line items in the "Operational Deductions From Capital" schedule (page 2) and the same instructions should be followed except as stated in Note (B-1 through 5.) above.